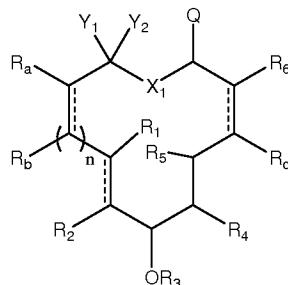


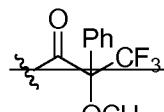
AMENDMENT TO THE CLAIMS

The following **Listing of Claims** will replace all prior versions, and listings of claims in the application.

1. **(CURRENTLY AMENDED)** A pharmaceutical composition comprising:
a pharmaceutically acceptable carrier, adjuvant or vehicle; and
a therapeutically effective amount of a compound for ~~treating~~ inhibiting tumor ~~metastases~~ metastasis having the structure:



or pharmaceutically acceptable salt thereof;
wherein **R₁** and **R₂** are each independently hydrogen or lower alkyl;
R₃ is hydrogen or lower alkyl, heteroaliphatic, ~~alicyclic~~, ~~heteroalicyclic~~, ~~aryl~~ or ~~heteroaryl moiety~~; or a ~~prodrug moiety~~ or an ~~oxygen protecting group~~;



R₄ is ~~halogen~~, ~~-OR^{4A}~~, ~~oxo~~, ~~-OC(=O)R^{4A}~~, ~~-NR^{4A}R^{4B}~~; wherein each **R^{4A}** and **R^{4B}** are is independently hydrogen, lower alkyl or ~~lower alkoxy~~; a ~~nitrogen protecting group~~ or an ~~oxygen protecting group~~;

R₅ is hydrogen or lower alkyl;

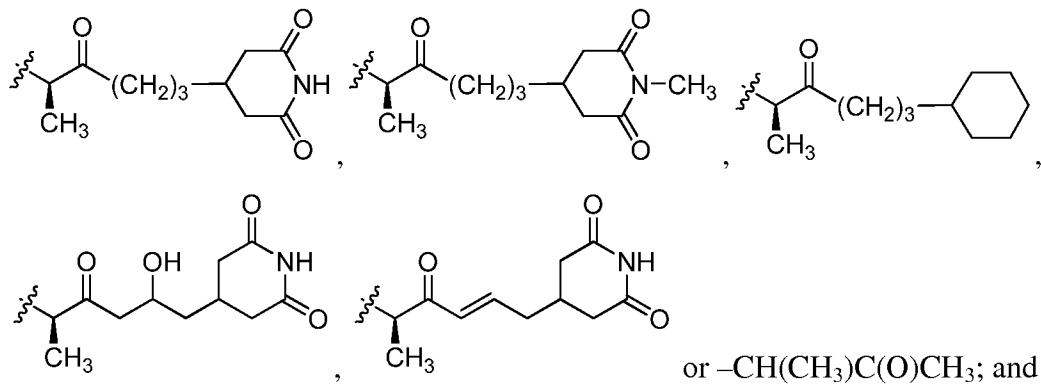
R₆ is lower alkyl;

~~**R_a**, and each occurrence of **R_b**, and **R_c** are independently hydrogen;~~

n is 3;

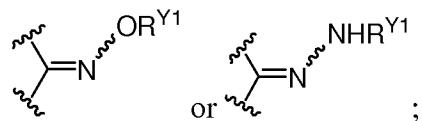
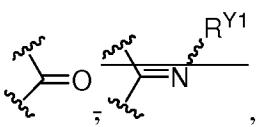
~~**X₁** is O, NH, or CH₂-NR^{X₁} or CR^{X₁}R^{X₂}; wherein **R^{X₁}** and **R^{X₂}** are independently hydrogen;~~

Q is hydrogen, lower alkyl,



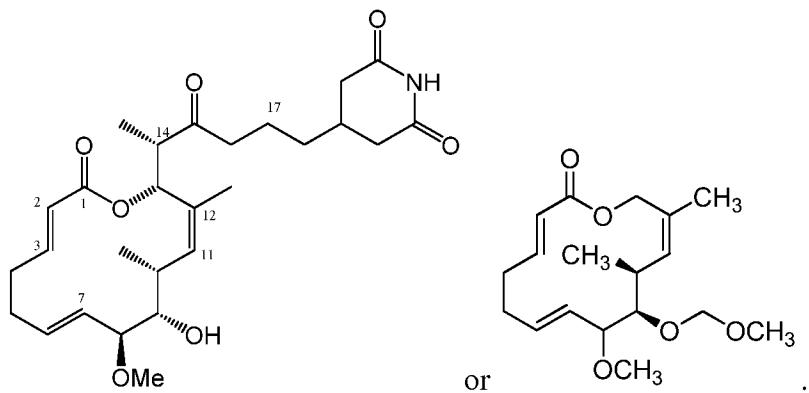
Y₁ and **Y₂** are independently hydrogen, lower alkyl, or CF₃; or WR^{Y₁}; wherein W is independently -O-, or -NR^{Y₂}; wherein each occurrence of R^{Y₁} and R^{Y₂} is independently hydrogen, or lower alkyl; or an aliphatic, or heteroaliphatic, or Y₁ and Y₂ together with the

carbon atom to which they are attached form a moiety having the structure:



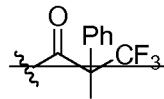
whereby the composition is formulated for administration to a subject, wherein a dosage of a compound of Formula I is between about 0.1 mg/kg to about 50 mg/kg of body weight,

with the proviso that the compound does not have the following structure:



2. (ORIGINAL) The composition of claim 1, wherein the dosage is between about 1 mg/kg to about 50 mg/kg of body weight.

3. (ORIGINAL) The composition of claim 1, wherein the dosage is between about 0.1 mg/kg to about 40 mg/kg of body weight.
4. (ORIGINAL) The composition of claim 1, wherein the dosage is between about 1 mg/kg to about 40 mg/kg of body weight.
5. (ORIGINAL) The composition of claim 1, wherein the dosage is between about 0.1 mg/kg to about 30 mg/kg of body weight.
6. (ORIGINAL) The composition of claim 1, wherein the dosage is between about 5 mg/kg to about 30 mg/kg of body weight.
7. (ORIGINAL) The composition of claim 1, wherein the dosage is between about 1 mg/kg to about 30 mg/kg of body weight.
8. (ORIGINAL) The composition of claim 1, wherein the dosage is between about 0.1 mg/kg to about 20 mg/kg of body weight.
9. (ORIGINAL) The composition of claim 1, wherein the dosage is between about 1 mg/kg to about 20 mg/kg of body weight.
10. (ORIGINAL) The composition of claim 1, wherein the dosage is 10 mg/kg or greater of body weight.
11. (CURRENTLY AMENDED) The composition of claim 1, wherein:
 \mathbf{R}^1 and \mathbf{R}^2 are each independently hydrogen or substituted or unsubstituted lower alkyl;
 \mathbf{R}_3 is hydrogen, or substituted or unsubstituted lower alkyl;



R₄ is halogen, -OR^{4A}, -OC(=O)R^{4A}, oxo, and **R^{4B}** are independently hydrogen, or substituted or unsubstituted lower alkyl or lower alkoxy; a nitrogen protecting group or an oxygen protecting group;

R₅ is hydrogen or substituted or unsubstituted lower alkyl;

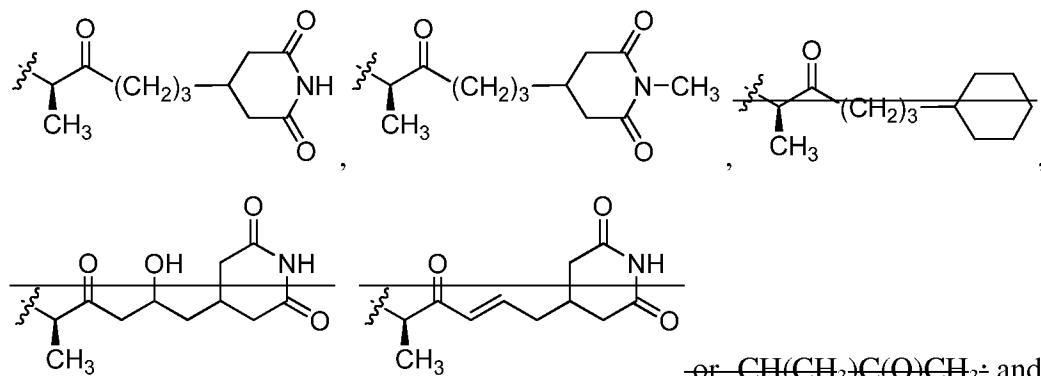
R₆ is substituted or unsubstituted lower alkyl;

R_a, and each occurrence of **R_b** and **R_c** are independently hydrogen;

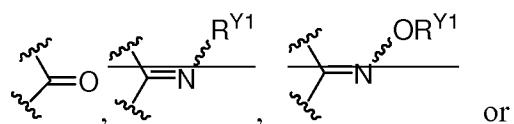
n is 3;

X₁ is O, NH, or CH₂-NR^{X1}- or CR^{X1}R^{X2}; wherein R^{X1} and R^{X2} are independently hydrogen;

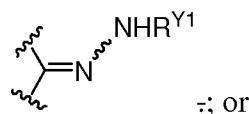
Q is hydrogen, lower alkyl,



Y₁ and **Y₂** are independently hydrogen, lower alkyl, or CF₃; or WR^{Y1}; wherein W is independently O, or NR^{Y2}, wherein each occurrence of R^{Y1} and R^{Y2} is independently hydrogen, or an lower alkyl, or heteroaliphatic, or **Y₁** and **Y₂** together with the carbon atom to which they

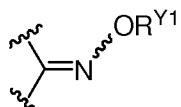


are attached form a moiety having the structure:



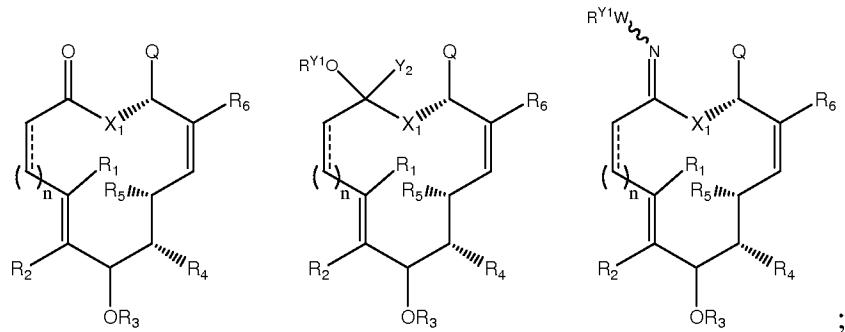
; or

Y₁ and **Y₂** together with the carbon atom to which they are attached form a moiety having



the structure: wherein R^{Y1} is lower alkyl or heteroaliphatic.

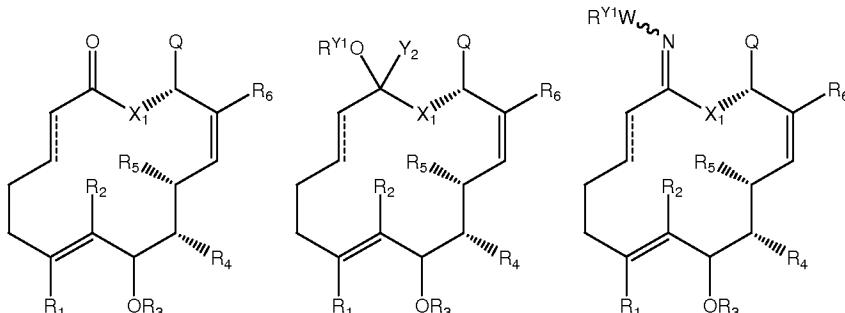
12. (CURRENTLY AMENDED) The composition of claim 1, wherein R_a , R_b and R_c are each hydrogen, and the compound has one of the following structures:



wherein R_1 - R_6 , Y_2 , X_1 , n , W , R^{Y_1} , and Q are as defined in claim 1; W is O or NH ; and R^{Y_1} is hydrogen, an aliphatic moiety, or a heteroaliphatic moiety.

13. (CANCELED).

14. (CURRENTLY AMENDED) The composition of claim 1, wherein R_a , R_b and R_c are each hydrogen, n is 3 and the compound has one of the following structures:



wherein R_1 - R_6 , Y_2 , Q , W , and X_1 are as defined in claim 1; W is O or NH ; and R^{Y_1} is hydrogen, lower alkyl, an aliphatic moiety, or a heteroaliphatic moiety.

15. (CANCELED).

16. (PREVIOUSLY PRESENTED) The composition of claim 1, wherein R_1 and R_2 are each hydrogen.

17. (PREVIOUSLY PRESENTED) The composition of claim 1, wherein R_5 and R_6 are each methyl.

18. (PREVIOUSLY PRESENTED) The composition of claim 1, wherein R₃ is lower alkyl.

19. (PREVIOUSLY PRESENTED) The composition of claim 18, wherein R₃ is methyl.

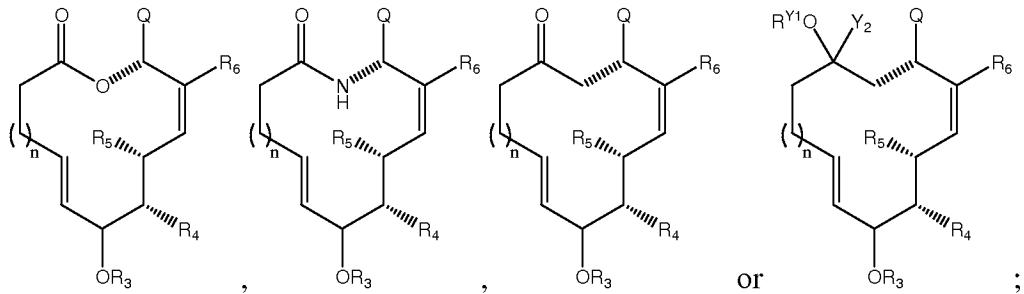
20. (CURRENTLY AMENDED) The composition of claim 1, wherein R₄ is OH, NH₂ or halogen.

21-27. (CANCELED).

28. (WITHDRAWN/PREVIOUSLY PRESENTED) The composition of claim 12, wherein Y₁ is OR^{Y1} and Y₂ is lower alkyl; wherein R^{Y1} is hydrogen or lower alkyl.

29. (WITHDRAWN/PREVIOUSLY PRESENTED) The composition of claim 28, wherein Y₁ is OH and Y₂ is CF₃.

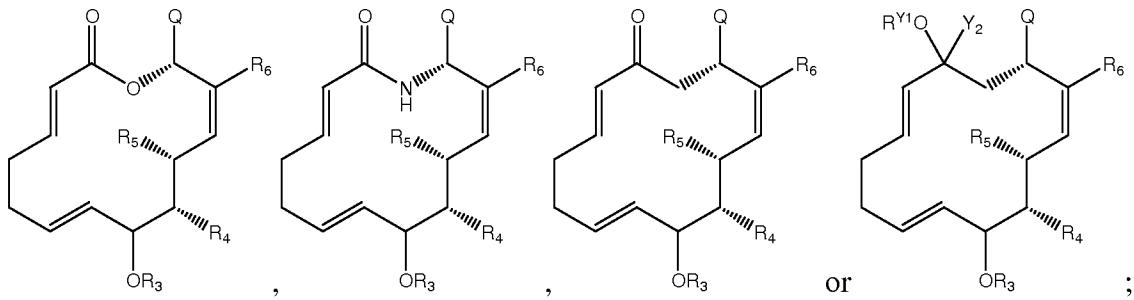
30. (CURRENTLY AMENDED) The composition of claim 44[[1]] wherein R_a, R_b and R_e are each hydrogen, and the compound has one of the structures:



or pharmaceutically acceptable derivative thereof;

wherein R₃-R₆, n, and Q are as defined in claim 1; and Y₂ and R^{Y1} are independently hydrogen or lower alkyl.

31. (WITHDRAWN/PREVIOUSLY PRESENTED) The composition of claim 1 wherein the compound has the structure:

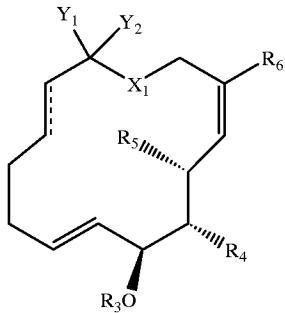


or pharmaceutically acceptable derivative thereof;

wherein R₃-R₆, and Q are as defined in claim 11; and Y₂ and R^{Y1} are independently hydrogen or lower alkyl.

32-40. (CANCELED).

41. (CURRENTLY AMENDED) The composition of claim 11 wherein the compound has the following structure:



or a pharmaceutically acceptable salt thereof;

wherein X₁ is CH₂, NH or O;

Y₁ and Y₂ are independently OH, CF₃, C(R^{Y1})₃ or Y₁ and Y₂ taken together with the carbon atom to which they are attached are -C=O, wherein R^{Y1} is halo;

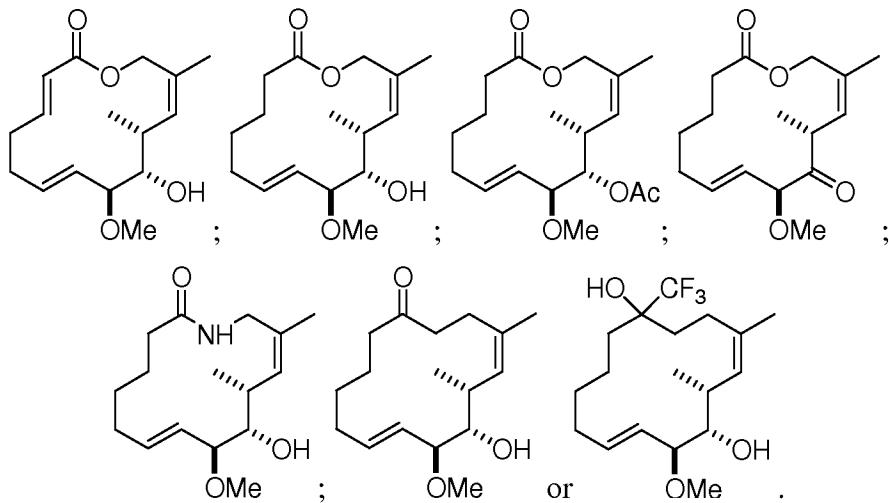
R₆ is lower alkyl;

R₅ is H or lower alkyl;

R₄ is OH, -OAc or oxo; and

R₃ is lower alkyl.

42. (ORIGINAL) The composition of claim 41 wherein the compound has one of the following structures:



Claims 43 and 44 (**CANCELED**).

45. (**ORIGINAL**) The composition of claim 1, further comprising a cytotoxic agent.

46. (**ORIGINAL**) The composition of claim 45, wherein the cytotoxic agent is an anticancer agent.

47. (**ORIGINAL**) The composition of claim 1, further comprising a palliative agent.

Claims 48-62 (**CANCELED**).